



**ULTRAMARINE &  
PIGMENTS LTD.**

MANUFACTURERS OF INORGANIC PIGMENTS

Ph: 0091-44-26136700-04 (5 lines)  
exports@ultramarinepigments.net  
www.ultramarinepigments.net



**24<sup>th</sup> July, 2020**

**The Manager – Listing compliance  
DEPARTMENT OF CORPORATE SERVICES,  
BOMBAY STOCK EXCHANGE LIMITED.,  
P.J TOWERS, DALAL STREET,  
MUMBAI- 400001**

Dear Sirs,

**Sub:- Submission under Regulation 44(3) of SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Scrip Code: 506685**

In compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith voting results of the 59<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 22<sup>nd</sup> day of July, 2020 at 3.00 p.m through Video Conferencing (VC) / Other Audio Video Means (OAVM).

Thanking You,

**FOR ULTRAMARINE & PIGMENTS LIMITED**

  
**[Kishore Kumar Sahoo]**

Company Secretary

Encl: As Above.



**Submission in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to 59<sup>th</sup> Annual General Meeting of Ultramarine & Pigments Limited held on 22<sup>nd</sup> July, 2020**

Date of the AGM	Wednesday, 22 <sup>nd</sup> July, 2020
Total number of shareholders on cut - off date, i.e. 15 <sup>th</sup> July, 2020	10,585
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter group	Not Applicable
Public	
<b>Total</b>	
No. of shareholders attended the meeting through Video conferencing	
Promoters and Promoter group	13
Public	59
<b>Total</b>	<b>72</b>

**Attached result of Remote e –voting and e- voting at the AGM along with Scrutinizer's Report**

Thanking You,

**For ULTRAMARINE & PIGMENTS LIMITED**

**[Kishore Kumar Sahoo]**  
Company Secretary

## **Result of Voting of Ultramarine & Pigments Limited:**

### **59<sup>th</sup> Annual General Meeting held on 22<sup>nd</sup> July, 2020 ( e- voting)**

We wish to inform that the Company has conducted the process of remote E-Voting and E- Voting at the 59<sup>th</sup> Annual General Meeting (AGM) held on July 22, 2020 for passing the resolutions as set out in the Notice of AGM sent to the Members of the Company.

M/s. R. M Mimani & Associates LLP, Company Secretaries in practice was appointed as Scrutinizer for conducting E-Voting in fair and transparent manner. Pursuant to the reports submitted by the scrutinizer on the E-Voting, the detailed results of the AGM are declared as under:

#### **Item No. 1**

**Subject Matter of Resolution: Consideration and adoption of the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020, the reports of the Board of Directors and Auditors' thereon.**

**"RESOLVED THAT** the Audited standalone and consolidated Financial Statements of the Company consisting of Balance Sheet as at 31st March, 2020, Statement of Profit and loss, Cash Flow Statement for the year ended on that date including notes thereto together with the Reports of the Directors and Auditors thereon, circulated to the members and now submitted to this meeting be and are hereby considered and adopted."

**Nature of Resolution:** Ordinary

**Mode of Voting:** Remote E-Voting and E – Voting at AGM

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
Remote E-voting and E – Voting at the AGM	80	13156899	2	2	Nil	Nil

**Result: Passed as an Ordinary Resolution with requisite majority.**



**Item No. 2**

**Subject Matter of Resolution: Confirmation of the payment of interim dividend as the final dividend for the financial year 2019 -2020**

**"RESOLVED THAT** the interim dividend @ Rs.5.00 per share (25%) declared on 16th March, 2020 and paid to all the eligible shareholders on 30th March, 2020 be and is hereby confirmed as the final dividend for the financial year ended 31st March, 2020."

**Nature of Resolution:** Ordinary

**Mode of Voting:** Remote E-Voting and E – Voting at AGM

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
Remote E-voting and E – Voting at the AGM	78	13156449	4	452	Nil	Nil

**Result: Passed as an Ordinary resolution with requisite majority.**

**Item No. 3**

**Subject Matter of Resolution: Re- appointment of Mr. R. Senthil Kumar (DIN: 07506927) who retires by rotation**

**"RESOLVED THAT** Mr. R. Senthil Kumar, Director (DIN. 07506927) who retires by rotation in accordance with the provisions of Companies Act, 2013 and being eligible, offered himself for re-appointment be and is hereby re-appointed as Director."

**Nature of Resolution:** Ordinary

**Mode of Voting:** Remote E-Voting and E – Voting at AGM

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
Remote E-voting and E – Voting at the AGM	80	13156899	2	2	Nil	Nil

**Result: Passed as an Ordinary Resolution with requisite majority.**



**Item No. 4**

**Subject Matter of Resolution: Revision in the remuneration of Ms. Vidya Sampath, Vice President – Corporate Social Responsibility (CSR)**

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013, Companies (Meetings of Board and its Powers) Rules, 2014, and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members be and is hereby accorded to the payment of revised remuneration to Ms. Vidya Sampath, Vice President - Corporate Social Responsibility (CSR) (a relative of Mr. R. Sampath, Director) with effect from 01.08.2020 on the following terms and conditions:

A.	Salary	Basic salary in the scale of Rs. 2,00,000 – 20,000 per month with a provision to pay multiple increments within the scale.
B.	Allowances / Perquisites / Variable pay	a) Allowances like Leave Travel Allowance, Special Allowance, or any other allowance; b) Perquisites such as furnished / unfurnished accommodation to be provided by the Company or House Rent Allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car and any other perquisites, benefits or amenities. - The allowance and perquisites not exceeding 100% of the Salary; and c) Variable pay: as may be approved by the Nomination and Remuneration Committee subject to : - Variable pay (at 100% level) not exceeding twelve times of the monthly Basic Salary.
C.	Retirement benefits	- Contributions to Provident Fund, Superannuation Fund and Gratuity as per the Rules of the Fund / Scheme in force from time to time - Encashment of leave as per rules of the Company in force from time to time.

**RESOLVED FURTHER THAT** any Whole-time Director or Company Secretary of the Company be and are hereby severally authorized to take all steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

**Nature of Resolution:** Ordinary

**Mode of Voting:** Remote E-Voting and E – Voting at AGM



Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
Remote E-voting and E – Voting at the AGM	76	13156382	6	519	Nil	Nil

**Result: Passed as an Ordinary Resolution with requisite majority.**

**Item No. 5**

**Subject Matter of Resolution:** Ratification of remuneration of Cost Auditors

**“RESOLVED THAT** Pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021, be paid the remuneration as set out in the statement annexed to the Notice convening this Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Nature of Resolution:** Ordinary

**Mode of Voting:** Remote E-Voting and E – Voting at AGM

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
Remote E-Voting and E – Voting at AGM	78	13156823	4	78	Nil	Nil

**Result: Passed as an Ordinary Resolution with requisite majority.**



**R M MIMANI & ASSOCIATES LLP**  
**COMPANY SECRETARIES**

**FORM No. MGT-13**  
**Report of Scrutinizer(s)**

*[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]*

**The Chairman**  
**Ultramarine & Pigments Limited**  
Thirumalai House Road No 29,  
Near Sion Hill Fort,  
Sion East, Mumbai - 400022

**Sub.: Consolidated Results of Remote e-voting and E-voting**

**Ref.: 59<sup>th</sup> Annual General Meeting of the Equity Shareholders of Ultramarine & Pigments Limited held on Wednesday, July 22, 2020**

Dear Sir,

I, Ranjana Mimani, partner of R M Mimani and Associates LLP, Company Secretaries, appointed as Scrutinizer for the purpose of the scrutinizing voting process (remote e-voting) and electronic voting (e-voting) on the proposed below mentioned resolutions at the 59<sup>th</sup> Annual General Meeting ("AGM") of the Shareholders of **Ultramarine & Pigments Limited** held on Wednesday, July 22, 2020 at 3.00 p.m. through Video Conferencing ("VC")/Other Audio visual Mechanism ("OAVM"), submit my report as under:

1. The e-voting facility, both for e-voting prior to the AGM (remote e-voting) and voting at AGM by electronic means (e-voting) was provided by the Central Depository Services Limited (CDSL)
2. The Shareholders of the Company as on the 'cut off' date i.e. July 15, 2020 were entitled to vote on the resolutions stated in the notice dated June 01, 2020 of 59<sup>th</sup> AGM of the Company
3. The remote e-voting was opened on July 18, 2020 at 9.00 a.m. and closed on July 21, 2020 at 5.00 p.m.
4. After declaration of voting by the Chairman, the shareholders present at the AGM through VC/OAVM are entitled and voted through e-voting facility provided by the CDSL, at the AGM.
5. As informed by the Company, shareholders who were present at the AGM through VC/OAVM and had not exercised his vote by remote e-voting facility were allowed to cast their votes through e-voting at the AGM.
6. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of CDSL.
7. My responsibility as the scrutinizer is to ascertaining the voting processes and to submit the report on vote cast in favour or against the resolutions proposed in the notice dated June 01, 2020 of the 59<sup>th</sup> AGM. The Management is responsible to ensure the compliance with the requirements of the Companies



# R M MIMANI & ASSOCIATES LLP

## COMPANY SECRETARIES

Act, 2013 and rules made thereunder relating to voting on the resolutions proposed in the notice of the 59<sup>th</sup> AGM.

8. Based on the date downloaded from CDSL e-voting portal, the total votes cast in favour or against the resolutions proposed in the notice of 59<sup>th</sup> AGM, are as under

### Ordinary Business:

1. To receive, consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended on March 31, 2020, together with the reports of the Board of Directors and the Auditors' thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended on March 31, 2020 together with the report of Auditors' thereon.

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	80	13,156,899	100.00%
Voted against the resolution	02	2	0.00%
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>82</b>	<b>13,156,901</b>	

2. To confirm the payment of interim dividend as final dividend for the financial year 2019-2020.

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	78	13,156,449	100.00%
Voted against the resolution	04	452	0.00%
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>82</b>	<b>13,156,901</b>	

3. To appoint a Director in place of Mr. P Senthil Kumar (DIN: 07506927), who retires by rotation, and being eligible, offers himself for re-appointment.

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	80	13,156,899	100.00%
Voted against the resolution	02	2	0.00%
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>82</b>	<b>13,156,901</b>	

*[Signature]*



**R M MIMANI & ASSOCIATES LLP**  
**COMPANY SECRETARIES**

**Special Business:**

4. To consider and approve revision in remuneration of Ms. Vidya Sampath, Vice President - CSR (A relative of Mr. R. Sampath, Director)

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	76	13156382	100.00%
Voted against the resolution	06	519	0.00%
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>82</b>	<b>13,156,901</b>	

5. To consider and ratified the remuneration paid to the Cost Auditor of the Company for the financial year ended on March 31, 2021

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	78	13156823	100.00%
Voted against the resolution	4	78	0.00%
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>82</b>	<b>13,156,901</b>	

The electronic data containing records of the voting by the shareholders of the Company through Remote e-voting and E-voting at AGM has been handed over to the Company Secretary keeping in safe record.

**For R M Mimani & Associates LLP**  
**[Company Secretaries]**

*Ranjana Mimani*

**Ranjana Mimani**  
**Partner**

FCS No. 6271  
CP No. 4234

Place: Mumbai  
Dated: July 23, 2020

UDIN: F006271B000496002